

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4818

VIA USPS PRIORITY MAIL

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

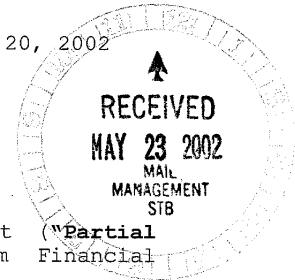
RECORDED NO. **21568-E** FILED

May 20, 2002

MAY 24 '02

9-11 AM

SURFACE TRANSPORTATION BOARD



RE: Partial Termination of Full Maintenance Lease Agreement ("Partial Termination") dated as of January 14, 2002 by Helm Financial Corporation, a California corporation.

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name & Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name & Address of Lessee: National Specialty Aggregates, LLC
2665 East Desert Lane
Gilbert, AZ 85234

Name & Address of Guarantor: Pebble Technology, Inc.
7950 East Acoma Drive #105
Scottsdale, AZ 85260

Equipment: Thirty-two (32), covered hopper railcars as more fully described in Schedule A to the Partial Termination attached hereto.

Previous STB Filing: Memorandum of Full Maintenance Lease Agreement filed on August 10, 1998 at 11:19 AM under Recordation No. **21568**; Memorandum of Amendment to Lease filed on August 10, 1998 at 11:19 AM under Recordation No. **21568-A**; Memorandum of Amendment to Lease filed February 23, 1999 at 9:30 AM under Recordation No. **21568-B**; and Memorandum of Amendment to Lease filed February 7, 2001 at 9:03 AM under Recordation No. **21568-C**.

Please file the Partial Termination as a supplementary document and return one (1) endorsed original to my attention. The filing fee of thirty dollars (\$30.00) is enclosed.

Yours truly,
C. Mostaghim

Cecilia Mostaghim
Contract Administrator

Enclosures (2)

PARTIAL TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT

THIS PARTIAL TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT ("Partial Termination") is dated as of January 14, 2002 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Full Maintenance Lease Agreement dated as of November 24, 1997 and Amendment No. 1 dated March 31, 1998, Amendment No. 2 dated June 1, 1998, and Amendment No. 3 dated March 3, 2000 thereto (collectively as amended the "Lease") with **National Specialty Aggregates, LLC**, an Arizona limited liability corporation (the Lessee), and **Pebble Technology, Inc.** (the Guarantor), as with respect to the railcars described in Schedule A attached hereto ("Units"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under the following: STB Recordation No. **21568** filed on August 10, 1998 at 11:19 AM; STB Recordation No. **21568-A** filed on August 10, 1998 at 11:19 AM; STB Recordation No. **21568-B** filed on February 23, 1999 at 9:30 AM; and STB Recordation No. **21568-C** filed on February 7, 2001 at 9:03 AM.

The Units were terminated from the Lease as of the "Termination Date" indicated for each Unit on Schedule A attached hereto. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated with respect to the Units.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Partial Termination of Full Maintenance Lease Agreement to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

~~21568~~ 21568-E

MAY 24 '02 9:48 AM

SURFACE TRANSPORTATION BOARD

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

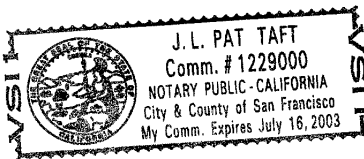
On May 7th, 2002, before me, J. L. Pat Taft, personally
appeared Barbara W. Wilson, Senior Vice President and Chief Financial
Officer of **HELM FINANCIAL CORPORATION**,

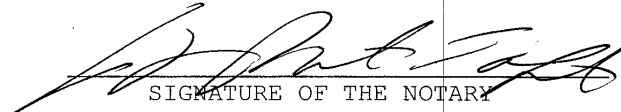
X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within
instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in
~~his~~/her/~~their~~ authorized capacity~~(ies)~~, and that by ~~his~~/her/~~their~~
signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf
of which the person~~(s)~~ acted, executed the instrument.

Witness my hand and official seal.




SIGNATURE OF THE NOTARY

SCHEDULE A

To the Partial Termination of Full Maintenance Lease Agreement
dated November 24, 1997, as amended

Description of the Units: 100-ton covered hopper railcars.

Units' Reporting

Mark & Numbers:

Termination Date:

1.	HLMX	4541	11/06/1998
2.	HLMX	4630	01/14/2002
3.	HLMX	4634	01/14/2002
4.	HLMX	4638	01/14/2002
5.	HLMX	4658	01/14/2002
6.	HLMX	4661	04/16/2001
7.	HLMX	4665	12/03/2001
8.	HLMX	4673	01/14/2002
9.	HLMX	4688	01/14/2002
10.	HLMX	4689	01/14/2002
11.	HLMX	4711	01/14/2002
12.	HLMX	4717	01/14/2002
13.	HLMX	4733	01/28/2002
14.	HLMX	4738	01/14/2002
15.	HLMX	4745	01/14/2002
16.	HLMX	4748	01/14/2002
17.	HLMX	4752	01/14/2002
18.	HLMX	4754	01/14/2002
19.	HLMX	4772	01/14/2002
20.	HLMX	4788	01/14/2002
21.	HLMX	40019	02/11/1999
22.	HLMX	40053	04/27/1999
23.	HLMX	40056	09/10/1998
24.	HLMX	40067	06/08/1998
25.	HLMX	40074	06/15/1998
26.	HLMX	40210	09/21/1998
27.	HLMX	40246	08/17/1998
28.	HLMX	40247	07/02/1998
29.	HLMX	40269	10/19/1998
30.	HLMX	40308	09/21/1998
31.	HLMX	40362	10/08/1998
32.	HLMX	40380	06/08/1998